

TAFT, STETTINIUS & HOLLISTER

1800 FIRST NATIONAL BANK CENTER

CINCINNATI, OHIO 45202

513 381-2838

CABLE: TAFTHOL TWX: 810-481-2838

TELECOPIERS:
513-381-0205
513-381-3360
513-381-4865

WASHINGTON, D. C. OFFICE
SUITE 800-1620 EYE STREET, N. W.
WASHINGTON, D. C. 20006
202-785-1620

COLUMBUS, OHIO OFFICE
SUITE 1000-33 NORTH HIGH STREET
COLUMBUS, OHIO 43215
614-221-2838

COVINGTON, KENTUCKY OFFICE
SUITE 340-1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

INTERSTATE COMMERCE COMMISSION
October 28, 1988

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, D. C. 20423

Dear Ms. McGee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is a Bill of Sale, a primary document, dated September 12, 1988. We request that this document be cross-indexed to documents recorded under recordation numbers 14696 and 12128.

The names and addresses of the parties to the document are as follows:

Buyer: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

Seller: The Pittsburgh & Lake Erie Railroad Company
Commerce Center
4 Station Square
Pittsburgh, Pennsylvania 15219

A description of the equipment covered by the document follows:

75 gondola railroad cars being part of the series numbered PLE 15000 and containing the numbers: 15002, 15005, 15007, 15013, 15014, 15016, 15017, 15025, 15029, 15031, 15032, 15034, 15041, 15042, 15045, 15048, 15050, 15051, 15054, 15055, 15075, 15077, 15083, 15084, 15089, 15092, 15093, 15098, 15105, 15106, 15110, 15111, 15117, 15119, 15121, 15122, 15126, 15127, 15128, 15145, 15150, 15156, 15158, 15160, 15162, 15171, 15172, 15180, 15181, 15182, 15183, 15186, 15187, 15193, 15194, 15195, 15204, 15207, 15212, 15213, 15214, 15215, 15217, 15218, 15222, 15223, 15228, 15229, 15231, 15234, 15236, 15243, 15245, 15246, and 15247.

Interstate Commerce Commission
October 28, 1988
Page Two

A fee of \$13.00 is enclosed. Please return the stamped original executed copy of the enclosed document to:

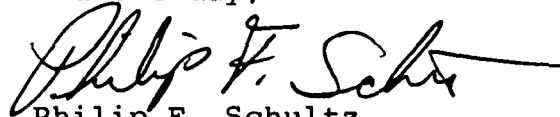
Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

A short summary of the document to appear in the index follows:

Bill of Sale from the Pittsburgh & Lake Erie Railroad Company, Commerce Center, 4 Station Square, Pittsburgh, Pennsylvania 15129 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated September 12, 1988 and covering seventy-five gondolas.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in dark ink, appearing to read "Philip F. Schultz", with a long horizontal flourish extending to the right.

Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/ch
Enclosures

1 6015
REGISTRATION NO. _____ FEE \$100

NOV 4 1988 - 4 24 PM

CERTIFICATE OF NOTARY PUBLIC **INTERSTATE COMMERCE COMMISSION**

The undersigned, Margaret M. Grossman, a Notary
Public in and for the County of Hamilton, State of Ohio,
hereby certifies that the copy of the Bill of Sale dated
September 12, 1988 attached hereto has been carefully
compared with the original and is complete and identical in all
respects to the original document.

Margaret M. Grossman
Notary Public
MARGARET M. GROSSMAN
Notary Public, State of Ohio
My Commission Expires June 28, 1993.

RECORDED 6015
NOV 4 1988 - 3 25 PM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY (the "Company") does hereby sell, assign and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the Company's right, title, and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

The Company hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Company is the lawful owner of the Equipment and has good, valid and marketable title thereto, free and clear of any charge, lien, encumbrance or other claim or interest of any nature whatsoever;

2. That the Company has full power and authority to sell and convey the Equipment; and

3. That the Company has not executed any other Bill of Sale or other instrument which by its terms purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 12th day of September, 1988.

WITNESS:

Austin Lichtenfeld
Tracy L Kusiolek

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY

By: Gordon E. Neuenschwander
Gordon E. Neuenschwander
Its President

STATE OF ~~ILLINOIS~~ ^{Pennsylvania})
COUNTY OF ~~COOK~~ ^{Allegheny}) SS.

On this 12th day of September, 1988, before me, the subscriber, Donna L. Woshner, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Gordon E. Neuenschwander to me personally known, who stated and acknowledged that he is the President of The Pittsburgh and Lake Erie Railroad Company, a Delaware corporation, and duly authorized by authority of the board of directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12th day of September, 1988.

Donna L. Woshner
Notary Public

My commission expires:

DONNA L. WOSHNER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 26, 1991
Member, Pennsylvania Association of Notaries

APPENDIX A
75 GONDOLAS

15002	15055	15128	15207
15005	15075	15145	15212
15007	15077	15150	15213
15013	15083	15156	15214
15014	15084	15158	15215
15016	15089	15160	15217
15017	15092	15162	15218
15025	15093	15171	15222
15029	15098	15172	15223
15031	15105	15180	15228
15032	15106	15181	15229
15034	15110	15182	15231
15041	15111	15183	15234
15042	15117	15186	15236
15045	15119	15187	15243
15048	15121	15193	15245
15050	15122	15194	15246
15051	15126	15195	15247
15054	15127	15204	